

# **ANNEX P**

# CRYSTALLEX

TASK		TIME
		30:30
<b>Total</b>		<b>30:30</b>

  

DATE	TASK	DESCRIPTION	VALUE
8/1/23		Emails, rev filings	0:35
8/2/23		Emails and calls re various matters	0:40
8/3/23		Tcs and emails	1:15
8/4/23		Tcs and emails re various matters, participate in dd kickoff call	1:30
8/7/23		Tcs and emails w EVR and Weil re reg rts, letters/ emails to Ct, timing re var matters, conf call w VPs, counsel, Weil and EVR re reg rts	1:50
8/9/23		Tcs and emails with Weil, WLRK and Kolbe re various issues	1:00
8/10/23		Emails w Weil, review letter from Crystallex	0:35
8/11/23		Due diligence update, emails	0:50
8/14/23		Rev filings from potential judgment creditors, emails	2:10
8/15/23		Tcs and emails w Weil re next steps, review correspondence re Judgments	2:40
8/17/23		Review Order re AJC, Tcs and emails re sale process	1:45
8/18/23		Review and comment on talking points re 7/26 Order, tc w Weil litigators re Judge's Order, participate in call re report wrt 7/26 Order, due diligence call, emails re proposed sale procedures	3:25
8/20/23		Rev proposed responses to Judge Stark's questions, emails	1:10
8/22/23		Review/ revise status report, Tcs and emails re sale process procedures, rev responses	1:55
8/23/23		Review and revise SM status report, Tcs and emails	1:20
8/24/23		Rev and revise Status report, Tcs and emails	2:10
8/25/23		Due diligence status call, emails	0:30
8/28/23		billing, prep for ex parte call, emails	0:40
8/29/23		Prepare for ex parte meeting, zoom call with advisors, administrative matters	1:05

DATE	TASK	DESCRIPTION	VALUE
8/30/23		Prep for ex parte meeting, rev SM report, emails re Chancery Ct action	1:45
8/31/23		Prepare for and participate in ex parte call, emails re Chancery Ct litigation	1:40
<b>Total</b>			<b>30:30</b>

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**TIMEKEEPER SUMMARY REPORT**

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>New York</u>			
<u>Partner</u>			
Aiello, Michael J.	\$2,095.00	7.90	\$16,550.50
Schrock, Ray C.	\$2,095.00	22.90	\$47,975.50
Lender, David J.	\$1,795.00	2.70	\$4,846.50
Keenan, Eoghan Patrick	\$1,625.00	19.90	\$32,337.50
Welch, Alexander W.	\$1,575.00	8.20	\$12,915.00
Barrington, Luna Ngan	\$1,525.00	32.10	\$48,952.50
<u>Associate</u>			
Bentley, Chase A.	\$1,345.00	113.90	\$153,195.50
Curtis, Aaron J.	\$1,345.00	6.30	\$8,473.50
Burrus, Maigreade B.	\$1,170.00	48.20	\$56,394.00
Kadish, Amanda	\$910.00	45.90	\$41,769.00
Puszczy, John	\$910.00	4.40	\$4,004.00
Hong, Esther	\$750.00	42.30	\$31,725.00
Smith, Kara	\$750.00	37.70	\$28,275.00
Zhan, Amy	\$750.00	3.70	\$2,775.00
<u>Paralegal</u>			
Okada, Tyler	\$310.00	4.70	\$1,457.00
<b>Subtotal New York:</b>		<b>400.80</b>	<b>\$491,645.50</b>
<u>Washington DC</u>			
<u>Partner</u>			
Tripp, Zachary D.	\$1,575.00	1.00	\$1,575.00
<b>Subtotal Washington DC:</b>		<b>1.00</b>	<b>\$1,575.00</b>
<b>GRAND TOTAL</b>		<b>401.80</b>	<b>\$493,220.50</b>

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
06/28/23	Keenan, Eoghan Patrick	REVIEW MEMO RE CASE AND SALE PROCESS STATUS.	0.60	68135962	975.00
08/01/23	Schrock, Ray C.	REVIEW DOCUMENTS RELATED TO M&A PROCESS.	1.50	68471940	3,142.50
08/01/23	Bentley, Chase A.	EMAILS RE FEE REPORTS; DRAFT NOTICE OF EX PARTE MEETING AND PREPARE SAME FOR FILING; REVIEW JULY 27 ORDER AND DISCUSS SAME WITH WEIL TEAM AND SPECIAL MASTER; EMAILS WITH VZ PARTIES RE DILIGENCE; PREPARE SUMMARY OF AUGUST MATTERS FOR SPECIAL MASTER; DISCUSS SAME WITH WEIL RX TEAM.	5.30	68442686	7,128.50
08/01/23	Burrus, Maigreade B.	REVIEW CRYSTALLEX DOCKET AND CONFER WITH C. BENTLEY RE: PDVSA ACTION IN DELAWARE CHANCERY COURT; EMAIL LOCAL COUNSEL RE: PDVSA ACTION IN DELAWARE CHANCERY COURT; PREPARE LETTER CORRESPONDENCE RE: ADDITIONAL JUDGMENT CREDITOR STATEMENTS; CONFER WITH C. BENTLEY AND E. HONG RE: FEE REPORT; REVIEW LETTER FROM VSP RE: FILING OF DELAWARE CHANCERY COURT ACTION.	2.70	68522017	3,159.00
08/02/23	Schrock, Ray C.	CALLS WITH SPECIAL MASTER AND OTHERS RE ONGOING M&A MATTERS.	2.00	68472198	4,190.00
08/02/23	Welch, Alexander W.	DISCUSS WORKSTREAMS WITH R. SCHROCK AND C. BENTLEY.	0.70	68475017	1,102.50

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/02/23	Bentley, Chase A.	MEET WITH R. SCHROCK AND A. WELCH TO DISCUSS JULY 27 ORDER AND NEXT STEPS; REVIEW JULY 27 ORDER AND SALE PROCESS TIMELINE; COORDINATE RESEARCH RE PRIORITY ISSUE; DISCUSS SAME WITH WEIL TEAM; REVIEW UPDATED CALENDAR; EMAIL WITH E. HONG RE JUDGMENT CHART; COORDINATE INITIAL STATUS CONFERENCE SCHEDULING; EMAILS RE SPECIAL MASTER FEE REPORT.	7.00	68524138	9,415.00
08/02/23	Hong, Esther	REVIEW DOCKET AND UPDATE SUMMARY CHART OF ADDITIONAL JUDGMENT CREDITORS; REVISE WIP AND CASE CALENDAR.	4.40	68528406	3,300.00
08/03/23	Keenan, Eoghan Patrick	CALL WITH WEIL RESTRUCTURING TEAM RE: SALE CHECKLIST AND WORKSTREAMS.	0.60	68463894	975.00
08/03/23	Bentley, Chase A.	EMAILS RE CITGO DILIGENCE CALL; CALL WITH WEIL M&A RE SALE PROCESS CHECKLIST; COORDINATE DILIGENCE CALL WITH CITGO COUNSEL; EMAIL WITH EVERCORE TEAM RE PROPOSED DILIGENCE TIMELINE; REVIEW REVISED VERSION OF SAME; COORDINATE SCHEDULING OF INITIAL STATUS CONFERENCE; DRAFT LETTER RE ATTACHED JUDGMENT STATEMENTS; EMAIL WITH WEIL TEAM RE SAME; EMAIL WITH JUDGE CLERKS RE SAME.	4.90	68524101	6,590.50

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/03/23	Kadish, Amanda	INTERNAL DISCUSSION REGARDING SALE CHECKLIST; DRAFT SALECHECKLIST.	1.00	68469546	910.00
08/03/23	Hong, Esther	PULL BRIEFS ON BONDHOLDER PROCEEDING AND DRAFT SUMMARY OF THE PLEADINGS.	1.50	68690797	1,125.00
08/03/23	Burrus, Maigreade B.	REVIEW SDNY DOCKET AND BONDHOLDER/VENEZUELA BRIEFS; CALL WITH WEIL M&A RE: DILIGENCE; REVIEW MULTIPLE EMAIL CORRESPONDENCE WITH WEIL AND EVERCORE RE: DILIGENCE.	1.50	68646679	1,755.00
08/04/23	Keenan, Eoghan Patrick	PREPARE FOR AND ATTEND INITIAL DILIGENCE MEETING WITH SPECIAL MASTER, WEIL, EVERCORE, CITGO AND PDVSA.	1.00	68470993	1,625.00
08/04/23	Schrock, Ray C.	ATTEND CALL WITH VZ PARTIES RE DILIGENCE AND RELATED MATTERS.	1.00	68472133	2,095.00
08/04/23	Welch, Alexander W.	ATTEND CALL RE: DILIGENCE.	0.70	68474312	1,102.50
08/04/23	Bentley, Chase A.	PREPARE FOR AND ATTEND CITGO DILIGENCE CALL; COORDINATE SCHEDULING OF INITIAL STATUS CONFERENCE; REVISE LETTER RE ATTACHED JUDGMENT STATEMENTS; EMAIL WITH R. SCHROCK RE SAME; DISCUSS SAME WITH M. BURRUS; REVIEW AND REVISE LETTER.	8.50	68524912	11,432.50

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/04/23	Kadish, Amanda	CALL WITH CITGO, EVERCORE, JONES DAY AND WEIL TEAM TO DISCUSS DILIGENCE PROCESSES; DRAFT SALE CHECKLIST.	3.50	68469558	3,185.00
08/04/23	Hong, Esther	ATTEND DUE DILIGENCE INITIAL CALL AND DRAFT NOTES OF SAME.	1.70	68690772	1,275.00
08/04/23	Burrus, Maigreade B.	CONFER WITH C. BENTLEY RE: JUDGMENT CREDITOR STATEMENT LETTER AND PREPARE ADDITIONS TO SAME; ATTEND DUE DILIGENCE CALL WITH EVERCORE, WEIL, AND CITGO; CONFER WITH POTTER RE: JUDGMENT CREDITOR STATEMENT LETTER; CONFER WITH E. HONG RE: INITIAL DILIGENCE MEETING MINUTES.	2.30	68522059	2,691.00
08/07/23	Aiello, Michael J.	ATTENTION TO PROCESS / GOVERNANCE RIGHTS; REVIEW DOCUMENTS; CORRESPONDENCE.	1.60	68480478	3,352.00
08/07/23	Keenan, Eoghan Patrick	PREP FOR MEET AND CONFER WITH COUNSEL TO PDVSA AND CITGO; MEET WITH COUNSEL FOR PDVSA AND CITGO RE: MINORITY RIGHTS; COORDINATE DILIGENCE REQUESTS.	1.40	68482487	2,275.00
08/07/23	Schrock, Ray C.	MEETINGS WITH TEAM RE ONGOING WORKSTREAMS; ATTEND MEETINGS WITH SPECIAL MASTER AND VZ PARTIES RE SHAREHOLDER RIGHTS.	3.00	68509238	6,285.00
08/07/23	Welch, Alexander W.	CALL RE: MINORITY RIGHTS; CALL WITH VPS.	1.00	68513481	1,575.00



Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/07/23	Bentley, Chase A.	PREPARE FOR AND ATTEND MEET AND CONFER WITH PDVSA RE MINORITY GOVERNANCE RIGHTS; ATTEND PREP CALL RE SAME; COORDINATE SCHEDULING OF INITIAL STATUS CONFERENCE; PREPARE ATTACHED JUDGMENT STATEMENT LETTER FOR FILING; EMAIL AND CALL WITH SPECIAL MASTER, WEIL AND POTTER TEAMS RE SAME.	4.00	68525267	5,380.00
08/07/23	Kadish, Amanda	DRAFT SIGNING CHECKLIST FOR POTENTIAL TRANSACTION; CALL WITH CITGO PARTIES TO DISCUSS MINORITY SHAREHOLDER RIGHTS AND COORDINATE WITH CITGO & EVERCORE TEAMS ON LOGISTICS RELATED TO DILIGENCE MATTERS.	4.10	68484652	3,731.00
08/07/23	Hong, Esther	DRAFT SPECIAL MASTER'S MONTHLY REPORT; ATTEND PDVSA SHAREHOLDER RIGHTS MEETING PREP CALL; DRAFT SUMMARY FOR THE INITIAL DUE DILIGENCE CALL.	3.20	68551367	2,400.00
08/07/23	Okada, Tyler	REVIEW RECENT PLEADINGS, PREPARE UPDATED DOCKET SCHEDULE FOR TEAM REVIEW.	0.40	68514009	124.00
08/07/23	Burrus, Maigreade B.	CALL RE: PDVSA MINORITY SHAREHOLDER RIGHTS.	0.20	68522014	234.00
08/08/23	Keenan, Eoghan Patrick	COORDINATE DUE DILIGENCE ACCESS WITH CITGO, EVERCORE AND WEIL TEAMS.	0.50	68490110	812.50

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/08/23	Kadish, Amanda	COORDINATE WITH CITGO MANAGEMENT RE VDR LOGISTICS AND WGL.	1.00	68508155	910.00
08/09/23	Bentley, Chase A.	EMAIL WITH WEIL LIT TEAM RE ATTACHMENT PROCEEDINGS.	0.30	68695611	403.50
08/09/23	Kadish, Amanda	COORDINATE WITH CITGO AND UPDATE WORKING GROUP LIST.	2.30	68497775	2,093.00
08/10/23	Lender, David J.	REVIEW ORDER; CONFER WITH L. BARRINGTON RE: SAME.	0.40	68503179	718.00
08/10/23	Barrington, Luna Ngan	CONFERENCE WITH D. LENDER RE JULY COURT ORDER.	0.30	68501339	457.50
08/10/23	Keenan, Eoghan Patrick	REVISE DRAFT SALE CHECKLIST.	0.20	68502926	325.00
08/10/23	Bentley, Chase A.	EMAILS WITH SPECIAL MASTER AND WEIL TEAM RE CHANCERY COURT ACTION; EMAIL WITH E. HONG RE STATUS REPORT; EMAILS WITH WEIL LIT TEAM RE ATTACHMENT PROCEEDINGS.	0.40	68695662	538.00
08/10/23	Kadish, Amanda	REVIEW AND REVISE SALE CHECKLIST AND UPDATE WORKING GROUP LIST.	0.60	68508024	546.00
08/10/23	Hong, Esther	REVISE SPECIAL MASTER MONTHLY REPORT AND CORRESPOND RE SAME.	1.20	68566523	900.00
08/10/23	Burrus, Maigreade B.	REVIEW CITGO STATUS REPORT DRAFT FOR PERIOD ENDING JULY 31 AND CONFER WITH E. HONG RE: SAME.	0.40	68522029	468.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/11/23	Barrington, Luna Ngan	ANALYZE COURT ORDER; CONFERENCE WITH RX TEAM RE NEXT STEPS.	2.70	68509182	4,117.50
08/11/23	Keenan, Eoghan Patrick	REVIEW UPDATES TO DATA ROOM; REVIEW DILIGENCE TRACKER PROVIDED BY CITGO; WEEKLY DILIGENCE CALL WITH EVERCORE, CITGO AND OUTSIDE COUNSEL.	1.00	68511133	1,625.00
08/11/23	Schrock, Ray C.	COMM WITH SPECIAL MASTER AND TEAM RE M&A PROCESS.	1.50	68509141	3,142.50
08/11/23	Welch, Alexander W.	EMAILS RE: LITIGATION; CALL RE: DILIGENCE.	0.80	68512590	1,260.00
08/11/23	Bentley, Chase A.	CALL WITH L. BARRINGTON RE AUGUST 24 STATUS REPORT; REVIEW JULY 27 ORDER; PREPARE BACKGROUND MATERIALS FOR L. BARRINGTON.	2.40	68525360	3,228.00
08/11/23	Kadish, Amanda	CALL WITH PRINCIPALS TO DISCUSS DILIGENCE.	0.60	68508064	546.00
08/11/23	Hong, Esther	DRAFT EMAIL TO LITIGATION FOR BACKGROUND MATERIALS AND PULL NECESSARY DOCUMENTS; MEETING WITH CITGO MANAGEMENT; MEETING WITH WEIL LITIGATION ON ADDITIONAL JUDGMENT ORDER.	1.90	68566534	1,425.00
08/11/23	Okada, Tyler	ASSIST WITH PREPARATION OF MATERIALS RE: CITGO BACKGROUND MATERIALS FOR E. HONG.	0.40	68513868	124.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/11/23	Burrus, Maigreade B.	ATTEND WEEKLY SPECIAL MASTER / CITGO WEEKLY DILIGENCE CALL; CALL WITH C. BENTLEY, E. HONG, AND L. BARRINGTON RE: PRIORITY JUDGMENTS.	1.10	68522024	1,287.00
08/14/23	Aiello, Michael J.	REVIEW DOCUMENTS / DILIGENCE / PROCESS; CORRESPONDENCE.	1.00	68517552	2,095.00
08/14/23	Barrington, Luna Ngan	REVIEW AND ANALYZE BACKGROUND MATERIALS; CORRESPOND WITH RX TEAM RE SAME.	3.10	68519476	4,727.50
08/14/23	Keenan, Eoghan Patrick	REVIEW CITGO MEDIUM TERM BUSINESS PLAN.	1.30	68518289	2,112.50
08/14/23	Welch, Alexander W.	CALL RE: ADD UP.	0.40	68674525	630.00
08/14/23	Bentley, Chase A.	REVIEW ATTACHED JUDGMENT STATEMENTS; EMAILS AND CALLS WITH SPECIAL MASTER, WEIL AND EVERCORE TEAMS RE SAME; PREPARE TRACKER FOR ATTACHED JUDGEMENT STATEMENTS; DISCUSS SAME WITH E. HONG; REVIEW AND REVISE CASE CALENDAR FOR SPECIAL MASTERS; EMAILS RE SAME.	7.30	68695805	9,818.50
08/14/23	Kadish, Amanda	REVIEW AND COMMENT ON EVERCORE'S WORKING GROUP LIST; COORDINATE SCHEDULES FOR DILIGENCE CALL.	0.60	68519446	546.00
08/14/23	Burrus, Maigreade B.	CONFER WITH C. BENTLEY AND E. HONG RE: ADDITIONAL JUDGMENTS AND STATUS REPORT.	0.40	68522041	468.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/15/23	Aiello, Michael J.	REVIEW DOCUMENTS; MEET WITH VZ / COUNSEL RE: M&A PROCESS / STRATEGY.	2.20	68523262	4,609.00
08/15/23	Barrington, Luna Ngan	REVIEW BACKGROUND MATERIALS; CONFERENCE WITH K. SMITH RE CASE UPDATES; CONFERENCE WITH D. LENDER RE CASE UPDATES.	1.50	68531755	2,287.50
08/15/23	Keenan, Eoghan Patrick	REVIEW DATA ROOM UPDATES; EMAILS WITH M. AIELLO RE: CITGO MEDIUM TERM BUSINESS PLAN.	0.40	68543225	650.00
08/15/23	Schrock, Ray C.	ATTEND MEETING WITH VZ PARTIES; ATTEND CALLS WITH SPECIAL MASTER AND TEAM.	3.70	68550660	7,751.50
08/15/23	Bentley, Chase A.	ATTEND WEIL TEAM MEETING RE ONGOING WORKSTREAMS; REVIEW AND REVISE CASE CALENDAR; MEET WITH M. BURRUS AND E. HONG RE SAME; REVIEW ATTACHED JUDGMENT STATEMENTS; PREPARE SUMMARY OF SAME FOR SPECIAL MASTER; EMAIL WITH WEIL AND EVERCORE TEAMS RE SAME.	8.10	68718457	10,894.50
08/15/23	Hong, Esther	DRAFT TRACKER OF ADDITIONAL JUDGMENT CREDITORS.	3.60	68566478	2,700.00
08/15/23	Smith, Kara	MEET WITH L. BARRINGTON ABOUT CITGO MATTER.	0.20	68564249	150.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/15/23	Okada, Tyler	REVIEW RECENT PLEADINGS, PREPARE UPDATED DOCKET SCHEDULE FOR TEAM REVIEW; ASSIST WITH PREPARATION OF MATERIALS RE: JUDGMENT STATEMENTS FOR E. HONG.	1.80	68548785	558.00
08/15/23	Burrus, Maigreade B.	CONFER WITH C. BENTLEY AND E. HONG RE: STATUS REPORT / OTHER CASE MATTERS.	0.50	68523310	585.00
08/16/23	Bentley, Chase A.	REVIEW ATTACHED JUDGMENT STATEMENTS; PREPARE SUMMARY OF SAME; EMAIL AND PHONE WITH WEIL AND EVERCORE TEAMS RE SAME; EMAIL WITH CREDITORS RE STATUS REPORT.	8.30	68729840	11,163.50
08/16/23	Hong, Esther	REVIEW ATTACHED JUDGEMENT STATEMENT; DRAFT SUMMARY CHART OF ADDITIONAL JUDGMENT CREDITORS PRIORITY STEPS.	5.90	68557572	4,425.00
08/16/23	Burrus, Maigreade B.	REVIEW JULY ORDER AND PREPARE JOINT STATUS REPORT; REVIEW CREDITOR SUBMISSIONS RE: JUDGMENTS; REVIEW PROPOSED PRIORITY SCHEME IMPLEMENTATION STRATEGY.	3.60	68540569	4,212.00
08/17/23	Aiello, Michael J.	REVIEW MATERIALS / CORRESPONDENCE.	1.20	68537318	2,514.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/17/23	Barrington, Luna Ngan	CONDUCT RESEARCH FOR AND ANALYZE STEPS 5-7 SERVICE PROCESS AND PROVIDE RECOMMENDATION RE SAME.	4.80	68540019	7,320.00
08/17/23	Keenan, Eoghan Patrick	CALL WITH CITGO AND EVERCORE RE: MEDIUM TERM BUSINESS PLAN.	1.70	68543224	2,762.50
08/17/23	Bentley, Chase A.	REVIEW ATTACHED JUDGMENT STATEMENTS; PREPARE SUMMARY OF SAME; EMAIL AND PHONE WITH WEIL AND EVERCORE TEAMS RE SAME; EMAIL WITH CREDITORS RE STATUS REPORT; DRAFT STATUS REPORT; ATTEND CALL WITH CITGO MANAGEMENT RE BUSINESS PLAN; EMAIL AND PHONE WITH WEIL TEAM AND SPECIAL MASTER RE STATUS REPORT; DRAFT TALKING POINTS RE SAME.	8.80	68729900	11,836.00
08/17/23	Kadish, Amanda	CALL WITH PRINCIPALS TO DISCUSS BUSINESS PLAN; REVIEW BUSINESS PLAN; COORDINATED ON DILIGENCE LIST.	1.90	68540194	1,729.00
08/17/23	Hong, Esther	ATTEND CITGO MEDIUM TERM BUSINESS PLAN MODEL CALL.	1.50	68628714	1,125.00
08/17/23	Smith, Kara	RESEARCH RE: ENFORCEMENT OF JUDGMENTS IN DELAWARE LAW.	1.10	68629166	825.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/17/23	Burrus, Maigreade B.	ATTEND CITGO MEDIUM TERM BUSINESS PLAN CALL; REVIEW JULY 27 ORDER, ALC11 RECOMMENDED PRIORITY SCHEME STRATEGY, AND PREPARE COMMENTS FOR C. BENTLEY.	3.30	68542433	3,861.00
08/18/23	Lender, David J.	REVIEW EMAILS RE ORDER AND ANALYZED OPEN ISSUES; TELEPHONE CALL WITH CLIENT RE PREP; TELEPHONE CALL WITH CREDITORS.	1.10	68549366	1,974.50
08/18/23	Keenan, Eoghan Patrick	ATTEND WEEKLY DILIGENCE AND WORKSTREAMS CHECK IN CALL; REVIEW CITGO COMMENTS TO DILIGENCE TIMELINE.	0.80	68554411	1,300.00
08/18/23	Schrock, Ray C.	PREPARE FOR AND ATTEND MEET AND CONFER; WORK ON DOCUMENTS RELATED TO STATUS REPORT; CONFER WITH SPECIAL MASTER.	2.70	68550751	5,656.50
08/18/23	Welch, Alexander W.	CALL WITH SPSS; DISCUSS SAME; DILIGENCE CALL.	1.10	68558199	1,732.50
08/18/23	Bentley, Chase A.	PREPARE FOR AND ATTEND PHONE CALL WITH SPSS RE STATUS REPORT; EMAIL AND PHONE WITH WEIL TEAM AND SPECIAL MASTER RE SAME; EMAILS WITH WEIL LIT RE APPEAL; EMAIL RE TALKING POINTS; REVIEW AND REVISE SAME; EMAIL SPSS WITH STATUS REPORT PROPOSAL.	5.50	68729831	7,397.50
08/18/23	Kadish, Amanda	ALL HANDS DILIGENCE CALL WITH PRINCIPALS.	0.50	68561176	455.00



Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/18/23	Hong, Esther	DRAFT SHELL OF EX PARTE MEETING MATERIALS; ATTEND CALL WITH SALE PROCESS PARTIES RE: STATUS REPORT.	1.70	68658962	1,275.00
08/18/23	Smith, Kara	RESEARCH STATUTE COVERING DEADLINES FOR SERVICE OF ATTACHMENT WRIT.	3.70	68564287	2,775.00
08/18/23	Okada, Tyler	CONDUCT RESEARCH RE: VENEZUELA SUPREME COURT APPEAL AND CIRCULATE RELEVANT PLEADINGS FOR TEAM REVIEW.	0.30	68548778	93.00
08/18/23	Burrus, Maigreade B.	CONFER WITH WEIL TEAM AND JUDGMENT HOLDERS RE: PROPOSED DEADLINES AND PRIORITY/PERFECTION ISSUES; CONFER WITH E. HONG AND C. BENTLEY RE: JOINT STATUS REPORT; ATTEND WEEKLY CHECK-IN CALL WITH CITGO; PREPARE FOR CALL WITH CREDITORS; PREPARE JUNE 24 STATUS REPORT; REVIEW DATA REQUEST TRACKER.	5.20	68646852	6,084.00
08/20/23	Burrus, Maigreade B.	PREPARE ADDITIONS TO STATUS REPORT TO COURT.	0.80	68572232	936.00
08/21/23	Barrington, Luna Ngan	CONFERENCE WITH RX TEAM RE PRIORITY PROCESS FOR STATUS LETTER; CONFERENCE WITH K. SMITH RE SAME; CORRESPONDENCE RE PRIORITY ISSUES.	1.70	68584617	2,592.50

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/21/23	Keenan, Eoghan Patrick	REVIEW CITGO DILIGENCE MATERIALS POSTED TO THE DATA ROOM.	1.00	68558167	1,625.00
08/21/23	Schrock, Ray C.	REVIEW DOCUMENTS FOR UPCOMING STATUS REPORT.	2.00	68674587	4,190.00
08/21/23	Welch, Alexander W.	CALL RE: STATUS REPORT; REVIEW SAME.	1.00	68587252	1,575.00
08/21/23	Curtis, Aaron J.	REVIEW AND ANALYZE VENEZUELA'S PETITION FOR CERTIORARI; REVIEW AND ANALYZE THE LOWER COURT DECISION ON VENEZUELA'S SOVEREIGN IMMUNITY ARGUMENTS; REVIEW AND ANALYZE VENEZUELA'S PREVIOUS PETITION FOR CERTIORARI; REVIEW AND RESPOND TO EMAILS RE: VENEZUELA'S PETITION FOR CERTIORARI.	3.80	68557160	5,111.00
08/21/23	Tripp, Zachary D.	REVIEW VENEZUELA CERT PETITION AND COMMUNICATIONS RE SAME.	0.40	68587385	630.00
08/21/23	Bentley, Chase A.	DISCUSS STATUS REPORT AND RELATED RESEARCH WITH WEIL LIT TEAM; REVIEW ANALYSIS RE SAME; REVIEW AND REVISE STATUS REPORT; EMAIL AND PHONE CALLS WITH WEIL LIT AND RX TEAMS RE SAME; EMAILS RE CHANCERY COURT ACTION.	5.60	68730030	7,532.00
08/21/23	Hong, Esther	PULL CERT DOCUMENTS.	0.30	68579910	225.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/21/23	Smith, Kara	RESEARCH PROCEDURAL REQUIREMENTS FOR WRITS OF EXECUTION; CITGO TEAM MEETING WITH A. WELCH, L. BARRINGTON, C. BENTLEY, AND E. HONG.	5.90	68583894	4,425.00
08/21/23	Okada, Tyler	CONDUCT RESEARCH FOR E. HONG. RE: VENEZUELA V. CRYSTALLEX SUPREME COURT CASE (19-1049).	0.20	68593896	62.00
08/21/23	Burrus, Maigreade B.	CONFER WITH WEIL RX AND LIT TEAMS RE: STATUS REPORT TO COURT; MULTIPLE EMAILS WITH WEIL LIT TEAM RE: STEP 5/7 RECOMMENDATIONS; REVIEW DOCKET AND CONFER WITH L. BARRINGTON RE: WRIT PLEADINGS/ORDER.	3.30	68572245	3,861.00
08/22/23	Aiello, Michael J.	ATTENTION TO PROCESS / UPDATE; CORRESPONDENCE.	0.80	68565498	1,676.00
08/22/23	Barrington, Luna Ngan	REVIEW RESEARCH AND CASELAW RE SERVICE OF JUDGMENT PROCESS; REVIEW BACKGROUND MATERIALS RE SAME; CORRESPONDENCE WITH K. SMITH RE SAME.	3.60	68584529	5,490.00
08/22/23	Keenan, Eoghan Patrick	REVIEW SALE TIMELINE; REVIEW SALE PROCESS ORDER; CALL WITH SPECIAL MASTER, EVERCORE AND WEIL RE: SALE TIMELINE.	1.30	68562958	2,112.50
08/22/23	Schrock, Ray C.	REVIEW DOCUMENTS FOR UPCOMING STATUS REPORT.	2.00	68674416	4,190.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/22/23	Welch, Alexander W.	CALL RE: PROCESS TIMELINE; CONSIDER SAME.	0.70	68587319	1,102.50
08/22/23	Curtis, Aaron J.	CONFER WITH Z. TRIPP TO DISCUSS VENEZUELA'S PETITION FOR CERTIORARI; REVIEW AND ANALYZE VENEZUELA'S PREVIOUS CERTIORARI PETITION.	0.90	68562844	1,210.50
08/22/23	Tripp, Zachary D.	REVIEW VENEZUELA CERT PETITION AND CONFER WITH AARON CURTIS RE SAME.	0.60	68587250	945.00
08/22/23	Bentley, Chase A.	PHONE CALL WITH CITGO RE DILIGENCE PROCESS; EMAIL AND PHONE CALL WITH EVERCORE TEAM RE ATTACHED JUDGMENT STATEMENTS; REVIEW MATERIALS RELATED TO SAME; REVIEW AND REVISE STATUS REPORT; EMAIL AND PHONE WITH WEIL LIT AND RX TEAMS RE SAME; EMAILS RE VZ APPEAL; EMAIL WITH SPECIAL MASTER AND SPPS RE STATUS REPORT.	6.40	68730105	8,608.00
08/22/23	Kadish, Amanda	REVIEW DATA ROOM; CALL REGARDING TRANSACTION TIMELINE.	1.10	68566674	1,001.00
08/22/23	Hong, Esther	REVISE JOINT STATUS REPORT AND INCORPORATE COMMENTS; CALL WITH EVERCORE REGARDING JOINT STATUS REPORT; CALL WITH EVERCORE REGARDING PROCESS TIMELINE.	2.60	68579945	1,950.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/22/23	Smith, Kara	RESEARCH ON LOCAL RULES OF DELAWARE SUPERIOR COURT; RESEARCH WRIT OF EXECUTION; SUMMARIZE AND REFORMAT PROCESS FOR WRIT OF EXECUTION FOR RX; REVIEW AND SEND WRIT OF EXECUTION CHECKLIST TO RESTRUCTURING TEAM; CONSOLIDATE FEDERAL PROCESS FOR WRIT OF EXECUTION INFORMATION AND PREPARE STEPS.	6.10	68659785	4,575.00
08/22/23	Okada, Tyler	CONDUCT RESEARCH FOR E. HONG RE: PETRÓLEOS DE VENEZUELA, S.A. V. PDV HOLDING, INC. (DELAWARE COURT OF CHANCERY NO. 2023-0778).	0.30	68593716	93.00
08/22/23	Burrus, Maigreade B.	REVIEW THIRD CIR. AND SCOTUS DOCKET AND UPDATE WEIL LIT TEAM; CONFER WITH EVERCORE, SPECIAL MASTER AND WEIL TEAM RE: PROCESS TIMELINE; CONFER WITH EVERCORE RE: SALE PROCESS; PREPARE SUMMARY OF SHAREHOLDER CORRESPONDENCE TO COURT; PREPARE ADDITIONS TO STATUS REPORT; REVIEW L. BARRINGTON AND A. WELCH EDITS TO STATUS REPORT; REVIEW K. SMITH RESEARCH RE SERVICE OF PROCESS/PRIORITY; REVIEW DOCKET/EMAILS FROM COUNSEL RE: SALE PROCESS.	4.00	68563451	4,680.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/23/23	Keenan, Eoghan Patrick	CALL WITH CITGO AND EVERCORE RE: REVIEW OF MEDIUM TERM BUSINESS PLAN.	0.60	68569448	975.00
08/23/23	Schrock, Ray C.	ATTEND CALLS WITH SPECIAL MASTER AND STAKEHOLDERS.	1.50	68674645	3,142.50
08/23/23	Curtis, Aaron J.	REVIEW AND ANALYZE THE THIRD CIRCUIT DECISION ON THE ALTER EGO ARGUMENTS RE: PDVSA; REVIEW AND RESPOND TO EMAILS RE: VENEZUELA'S PETITION FOR CERTIORARI.	1.60	68568711	2,152.00
08/23/23	Bentley, Chase A.	PHONE CALL WITH CITGO, WEIL, AND EVERCORE RE MARKETING MATERIALS; REVIEW AND REVISE JOINT STATUS REPORT; EMAILS WITH SM AND WEIL TEAM RE SAME; EMAILS WITH SPPS AND CREDITORS RE SAME; REVIEW ATTACHED JUDGMENT STATEMENTS.	6.20	68733700	8,339.00
08/23/23	Kadish, Amanda	CALL WITH EVERCORE/CITGO TO DISCUSS CIM AND BUSINESS PLAN; REVIEW MATERIAL IN VDR.	3.50	68571507	3,185.00
08/23/23	Hong, Esther	CALL WITH CITGO MANAGEMENT; DRAFT SHELL OF EX PARTE MEETING TALKING POINTS; PULL EMAIL ADDRESSES FOR THE CIRCULATION OF THE JOINT STATUS REPORT.	2.20	68579929	1,650.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/23/23	Okada, Tyler	ASSIST WITH PREPARATION OF MATERIALS RE: ADDITIONAL CREDITOR JUDGMENT STATEMENTS FOR E. HONG.	0.60	68593870	186.00
08/23/23	Burrus, Maigreade B.	ATTEND CIM/BUSINESS PLAN MODEL CALL; CONFER WITH A. KADISH RE: ORG CHART; REVIEW DILIGENCE MATERIALS; REVIEW SALE PROCESS PARTIES' COMMENTS TO STATUS REPORT.	2.90	68571838	3,393.00
08/24/23	Barrington, Luna Ngan	CORRESPONDENCE RE STATUS LETTER AND PRIORITY ISSUES.	0.50	68584576	762.50
08/24/23	Bentley, Chase A.	REVIEW AND REVISE JOINT STATUS REPORT; EMAILS AND PHONE CALLS WITH SM AND WEIL TEAM RE SAME; EMAILS WITH SPPS AND CREDITORS RE SAME.	3.50	68733615	4,707.50
08/24/23	Kadish, Amanda	REVIEW DILIGENCE MATERIALS.	0.50	68579402	455.00
08/24/23	Hong, Esther	REVISE JOINT STATUS REPORT AND CALL WITH THE SPECIAL MASTER; REVIEW WRIT OF EXECUTION STEPS.	2.60	68597049	1,950.00
08/24/23	Smith, Kara	RESEARCH PROCESSES TO SUBMIT LETTER TO CLERK; MEET WITH TEAM AND R. PINCUS.	1.10	68659794	825.00
08/24/23	Burrus, Maigreade B.	CONFER WITH B. PINCUS AND WEIL TEAM RE: STATUS REPORT TO COURT; REVIEW CREDITOR RESPONSES TO STATUS REPORT.	1.50	68574549	1,755.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/25/23	Keenan, Eoghan Patrick	ATTEND WEEKLY CHECK-IN CALL WITH CITGO MANAGEMENT AND EVERCORE TEAMS.	1.00	68584699	1,625.00
08/25/23	Bentley, Chase A.	PHONE CALL WITH CITGO AND EVERCORE RE DILIGENCE; REVIEW ATTACHED JUDGMENT STATEMENTS.	1.10	68733703	1,479.50
08/25/23	Kadish, Amanda	REVIEW SALE TIMELINE; REVIEW VDR; ATTEND PRINCIPALS CALL.	2.90	68582649	2,639.00
08/25/23	Hong, Esther	REVIEW SALE TIMELINE; ATTEND REGULAR DILIGENCE CALL WITH THE CITGO MANAGEMENT; REVISE AND UPDATE ADDITIONAL JUDGMENT CREDITOR CHART.	2.10	68639405	1,575.00
08/25/23	Burrus, Maigreade B.	WEEKLY CALL WITH CITGO AND WEIL TEAMS; REVIEW LOVATI AND PIANI JUDGMENTS; UPDATE CHART AND PROVIDE COMMENTS TIMELINE; REVIEW PRIORITY AND JUDGMENT TRACKERS.	3.10	68646678	3,627.00
08/26/23	Kadish, Amanda	REVIEW NEWLY UPLOADED DOCUMENTS TO VDR.	0.70	68582553	637.00
08/28/23	Barrington, Luna Ngan	REVIEW POVSA BRIEFING RE STOCK CERTIFICATE ISSUANCE; CORRESPONDENCE WITH K. SMITH RE BOND ISSUE.	0.90	68590731	1,372.50
08/28/23	Keenan, Eoghan Patrick	REVIEW TIMELINE; REVISE ILLUSTRATIVE TIMELINE; COORDINATE DILIGENCE REVIEW.	1.10	68591302	1,787.50



Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/28/23	Bentley, Chase A.	REVIEW AND REVISE EX PARTE JUDGE MEETING DISCUSSION MATERIALS; DISCUSS SAME WITH SM, EVERCORE, AND WEIL TEAMS; EMAIL WITH WEIL LIT CHANCERY COURT ACTION; REVIEW SM FEE REPORT; EMAILS RE EX PARTE JUDGE MEETING.	2.30	68733786	3,093.50
08/28/23	Kadish, Amanda	REVIEW M&A DOCUMENTS UPLOADED TO VDR.	4.80	68591855	4,368.00
08/28/23	Puszczy, John	MEETINGS, PHONE CALLS AND EMAIL EXCHANGES WITH THE WEIL TEAM MEMBERS REGARDING DILIGENCE.	0.30	68594968	273.00
08/28/23	Hong, Esther	REVISE STATUS REPORT.	0.30	68677874	225.00
08/28/23	Smith, Kara	RESEARCH BOND REQUIREMENT QUESTION.	5.60	68659803	4,200.00
08/28/23	Burrus, Maigreade B.	REVIEW DELAWARE CHANCERY COURT BRIEFING RE: BONDS; REVIEW RE: PRIVILEGED MATTERS.	0.50	68650239	585.00
08/29/23	Barrington, Luna Ngan	REVIEW AND ANALYZE CASES RE BOND ISSUES; PREPARE FOR CONFERENCE WITH EVERCORE AND SPECIAL MASTER; CORRESPONDENCE RE PRIORITY ISSUES; CONFERENCE WITH TEAM RE PREP FOR STATUS CONFERENCE.	4.20	68625232	6,405.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/29/23	Keenan, Eoghan Patrick	DRAFT TALKING POINTS FOR EX PARTE MEETING; REVIEW EVERCORE PRESENTATION; CALL WITH SPECIAL MASTER, EVERCORE AND WEIL TEAMS.	3.30	68628199	5,362.50
08/29/23	Welch, Alexander W.	CALL WITH SPECIAL MASTER TEAM TO DISCUSS MEETING WITH JUDGE; REVIEW MATERIALS; CALL WITH C. BENTLEY RE: SAME.	1.00	68598639	1,575.00
08/29/23	Bentley, Chase A.	REVIEW AND REVISE EX PARTE JUDGE MEETING DISCUSSION MATERIALS; DISCUSS SAME WITH SM, EVERCORE, AND WEIL TEAMS; REVIEW SM FEE REPORT; EMAILS RE EX PARTE JUDGE MEETING.	6.70	68733770	9,011.50
08/29/23	Kadish, Amanda	REVIEW AND PROVIDE ANALYSIS REGARDING LEGAL DOCUMENTS UPLOADED TO VDR; ATTEND PREP CALL FOR EX PARTE MEETING; DRAFT FOLLOW UP DILIGENCE REQUESTS FOR CITGO.	11.30	68628699	10,283.00
08/29/23	Puszczyk, John	MEETINGS, PHONE CALLS AND EMAIL EXCHANGES WITH THE WEIL TEAM MEMBERS; REVIEW DILIGENCE DOCUMENTS IN THE DATA ROOM; MEETINGS, PHONE CALLS AND EMAIL EXCHANGES WITH EVERCORE, BOB PINCUS, AND CITGO REGARDING DILIGENCE.	2.90	68628040	2,639.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/29/23	Hong, Esther	CALL WITH SPECIAL MASTER RE: EX PARTE MEETING; CORRESPOND WITH K. SMITH RESEARCH; REVISE FEE REPORT AND CIRCULATE TO THE SPECIAL MASTER.	1.60	68678020	1,200.00
08/29/23	Smith, Kara	RESEARCH BOND REQUIREMENT UNDER S. 168; ATTEND CALL WITH R. PINCUS.	4.50	68659725	3,375.00
08/29/23	Zhan, Amy	REVIEW VDR DOCUMENTS AND ORG CHART; CONNECT WITH WEIL M&A TEAM; PREP CALL FOR 8/31 EX PARTE MEETING WITH JUDGE.	3.30	68625229	2,475.00
08/29/23	Burrus, Maigreade B.	REVIEW PLEADINGS/FILINGS/CORRESPONDENCE AND PREPARE OUTLINE OF TALKING POINTS FOR EX PARTE MEETING; CONFER WITH WEIL M&A AND LITIGATION TEAMS RE: PREPARATION FOR EX PARTE MEETING; REVIEW PDVH'S OPENING BRIEF IN RESPONSE TO ORDER TO SHOW CAUSE RE: ISSUANCE OF NEW SHARE CERTIFICATE.	6.70	68646782	7,839.00
08/30/23	Barrington, Luna Ngan	REVIEW AND REVISE TALKING POINTS FOR STATUS CONFERENCE; REVIEW RESEARCH RE RED TREE'S POSITION RE TOLLING; REVIEW RESEARCH RE BOND ISSUE; CORRESPONDENCE WITH K. SMITH RE SAME.	3.80	68640755	5,795.00
08/30/23	Keenan, Eoghan Patrick	ATTEND DILIGENCE CALL; REVIEW UPDATED TALKING POINTS.	1.10	68641259	1,787.50

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/30/23	Bentley, Chase A.	REVIEW AND REVISE EX PARTE JUDGE MEETING DISCUSSION MATERIALS; DISCUSS SAME WITH SM, EVERCORE, AND WEIL TEAMS; REVIEW SM FEE REPORT; EMAIL WITH WEIL TEAM AND SM RE CHANCERY COURT ACTION.	5.30	68733864	7,128.50
08/30/23	Kadish, Amanda	REVIEW CITGO DOCUMENTS UPLOADED TO VDR; SUMMARIZE DILIGENCE FINDINGS; INTERNAL WEIL TEAM MEETING TO DISCUSS DILIGENCE; DRAFT FOLLOW UP DILIGENCE QUESTIONS; REVIEW CONOCOPHILLIPS CLAIMS AGAINST CITGO ENTITIES.	5.00	68631449	4,550.00
08/30/23	Puszczy, John	MEETINGS, PHONE CALLS AND EMAIL EXCHANGES WITH THE WEIL TEAM MEMBERS; UPDATE DRL REGARDING DILIGENCE.	1.20	68639245	1,092.00
08/30/23	Hong, Esther	REVIEW INVOICES AND INVOICE SUMMARY CHART.	0.40	68677992	300.00
08/30/23	Smith, Kara	DRAFT TALKING POINTS ON PRIORITY ARRANGEMENT FOR AUG 31 EX PARTE MEETING WITH JUDGE; REVISE TALKING POINTS AND CORRESPONDENCE WITH RESTRUCTURING TEAM; RESEARCH DELAWARE LAW SECTION 5081 AND DRAFT TALKING POINTS; SUMMARIZE PDVH BRIEF AND ANALYSIS FOR CLIENT.	5.90	68659867	4,425.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/30/23	Zhan, Amy	M&A TEAM CHECK IN; REVIEW DDRL.	0.40	68639309	300.00
08/30/23	Burrus, Maigreade B.	MULTIPLE EMAILS WITH WEIL LIT TEAM RE: PRIORITY ARRANGEMENT; REVIEW EVERCORE MATERIALS FOR EX PARTE MEETING; REVIEW WEIL LIT TEAM SUMMARY OF CHANCERY COURT BRIEFING.	0.80	68646709	936.00
08/31/23	Lender, David J.	REVIEW TALKING POINTS; TELEPHONE CALL WITH L. BARRINGTON RE BONDING; TEAM MEETING RE SAME.	1.20	68651836	2,154.00
08/31/23	Aiello, Michael J.	REVIEW DOCUMENTS / PREP; COURT UPDATE.	1.10	68643168	2,304.50
08/31/23	Barrington, Luna Ngan	EX PARTE CONFERENCE WITH THE COURT; CONFERENCE WITH K. SMITH RE BOND ISSUES; REVIEW CRYSTALLEX FILINGS AND RESEARCH RE BOND ISSUE; CONFERENCE WITH WEIL TEAM RE BOND ISSUE; CONFERENCE WITH D. LENDER RE SAME.	5.00	68673958	7,625.00
08/31/23	Keenan, Eoghan Patrick	ATTEND EX PARTE MEETING WITH JUDGE STARK, EVERCORE AND WEIL.	1.00	68661260	1,625.00
08/31/23	Schrock, Ray C.	ATTEND SPECIAL MASTER CONFERENCE WITH COURT; PREPARE FOR SAME; ATTEND CALL WITH CLIENT.	2.00	68674528	4,190.00
08/31/23	Welch, Alexander W.	CALL WITH CHAMBERS; DEBRIEF RE: SAME.	0.80	68674548	1,260.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/31/23	Bentley, Chase A.	PREPARE FOR AND ATTEND EX PARTE JUDGE MEETING; EMAIL AND PHONE CALLS RE SAME WITH SM, EVERCORE AND WEIL TEAMS; EMAILS WITH WEIL LIT AND POTTER TEAMS RE CHANCERY COURT ACTION; COORDINATE FILING OF FEE REPORT.	6.00	68733945	8,070.00
08/31/23	Hong, Esther	UPDATE WIP AND CASE CALENDAR; ATTEND TO HEARING AND STATUS CONFERENCE AND CORRESPOND RE SAME; PULL BRIEFS FROM DELAWARE COURT OF CHANCERY AND RESEARCH NECESSARY PLEADINGS; REVISE STATUS REPORT; CORRESPOND WITH C. BENTLEY AND A. WELCH RE SAME; COORDINATE FILING OF FEE REPORT; CALL WITH LITIGATION TEAM REGARDING DELAWARE CHANCERY COURT; CALL WITH M. BURRUS REGARDING WIP AND CASE UPDATE.	3.60	68677875	2,700.00
08/31/23	Smith, Kara	RESEARCH AND COMMUNICATIONS RE PRIVILEGED MATTERS; EX PARTE CONFERENCE WITH JUDGE; TEAM MEETING ON BOND REQUIREMENT.	3.60	68659711	2,700.00
08/31/23	Okada, Tyler	ASSIST WITH PREPARATION OF MATERIALS RE: INVOICES FOR SPECIAL MASTER'S REPORT FOR E. HONG; CONDUCT RESEARCH RE: VENEZUELA SUPREME COURT APPEAL FOR E. HONG.	0.40	68693485	124.00
08/31/23	Okada, Tyler	UPDATE CASE CALENDAR.	0.30	68693575	93.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED SERVICES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Index</u>	<u>Amount</u>
08/31/23	Burrus, Maigreade B.	CONFER WITH WEIL RX AND LIT TEAMS RE: BOND ISSUES; PREPARE NOTICE OF EX PARTE MEETING; CONFER WITH C. BENTLEY RE: WORKSTREAMS; CONFER WITH H. HONG RE: WORKSTREAMS; CONFER WITH T. OKADA RE: UPCOMING HEARINGS; REVIEW CHANCERY COURT DOCKET AND BRIEFING SCHEDULE RE: BOND ISSUE; CONFER WITH K. SMITH RE: DELAWARE CHANCERY COURT ACTION; CONFER WITH E. HONG RE FEE REPORT; REVIEW FINAL FEE REPORT.	3.40	68646784	3,978.00
<b>Total Fees Due</b>			<u><b>401.80</b></u>		<u><b>\$493,220.50</b></u>

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
08/31/23	Keenan, Eoghan Patrick FIRM MESSENGER SERVICE PAYEE: SKYLINE CREDIT SERVICES LLC (12217-02); INVOICE#: 6074613; DATE: 8/25/2023 - TAXI CHARGES FOR 2023-08-25 INVOICE #6074613119586 EOGHAN P KEENAN 5284 RIDE DATE: 2023-08-17 FROM: 767 5TH AVENUE, MANHATTAN, NY TO: MANHATTAN, NY RIDE TIME: 13:48	H073	41646602	52.52
<b>SUBTOTAL DISB TYPE H073:</b>				<b>\$52.52</b>
08/07/23	Hong, Esther MEALS - LEGAL O/T INVOICE#: WYVHL8-L1-133; DATE: 8/13/2023 - SEAMLESS MEALS EXPENSE BY ESTHER HONG ON 2023-08-07 AT 7:45 PM	H080	41630649	35.00
08/15/23	Hong, Esther MEALS - LEGAL O/T INVOICE#: WYVHL8-L1-134; DATE: 8/20/2023 - SEAMLESS MEALS EXPENSE BY ESTHER HONG ON 2023-08-15 AT 9:18 PM	H080	41632382	35.00
<b>SUBTOTAL DISB TYPE H080:</b>				<b>\$70.00</b>
08/22/23	Aiello, Michael J. DEPT. MEETINGS - MEALS - LEGAL PAYEE: SODEXO, INC & AFFILIATES - CLEARING ACCOUNT (21192-05); INVOICE#: 20230818.CATERING; DATE: 8/18/2023 - SODEXO CATERING MEALS W/E 08/18/2023CONFERENCE MEAL AUG/15/2023 AIELLO, MICHAEL 09:00 #PEOPLE: 10 MEAL CODE BR5 INV# 176484	H093	41632418	191.62
<b>SUBTOTAL DISB TYPE H093:</b>				<b>\$191.62</b>



Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
08/02/23	WGM, Firm DUPLICATING 1240 COLOR PRINT(S) MADE IN NEW YORK BETWEEN 07/27/2023 TO 07/27/2023	S011	41647554	620.00
08/23/23	WGM, Firm DUPLICATING 77 COLOR PRINT(S) MADE IN NEW YORK BETWEEN 08/17/2023 TO 08/17/2023	S011	41647959	38.50
<b>SUBTOTAL DISB TYPE S011:</b>				<b>\$658.50</b>
08/21/23	WGM, Firm DUPLICATING 672 PHOTOCOPY(S) MADE IN NEW YORK CITY BETWEEN 08/14/2023 TO 08/14/2023	S017	41635204	100.80
<b>SUBTOTAL DISB TYPE S017:</b>				<b>\$100.80</b>
08/23/23	Keenan, Eoghan Patrick DOCUMENT BINDING 1 DOCUMENT BINDING IN NEW YORK CITY ON 08/17/2023 13:09PM FROM UNIT 11	S018	41648479	1.70
<b>SUBTOTAL DISB TYPE S018:</b>				<b>\$1.70</b>
07/01/23	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2023	S061	41636478	74.00
08/22/23	Burrus, Maigreade B. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2023	S061	41636360	10.00

Robert B. Pincus, Special Master - Citgo Restructuring and M&A Process  
67816.0003  
2023011112

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
08/22/23	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2023	S061	41636393	6.40
08/22/23	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2023	S061	41636582	124.30
08/22/23	Hong, Esther COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2023	S061	41636443	18.10
<b>SUBTOTAL DISB TYPE S061:</b>				<b>\$232.80</b>
08/21/23	Bentley, Chase A. COMPUTERIZED RESEARCH NEWSWIRE SERVICE - JULY 2023 FOR CITGO NEWS ALERT (CUSTOM) ON 06/30/2022	S064	41628829	85.00
<b>SUBTOTAL DISB TYPE S064:</b>				<b>\$85.00</b>
08/02/23	WGM, Firm DUPLICATING 165 PRINT(S) MADE IN NEW YORK BETWEEN 07/27/2023 TO 07/27/2023	S117	41647560	24.75
<b>SUBTOTAL DISB TYPE S117:</b>				<b>\$24.75</b>
<b>TOTAL DISBURSEMENTS</b>				<b>\$1,417.69</b>

# EVERCORE GROUP LLC

September 14, 2023

Invoice No. 8705

CITGO Petroleum Corporation  
Robert B. Pincus, In his capacity as Special Master of the U.S. District Court for the District of Delaware  
108 Rockford Grove Lane  
Wilmington, DE 19806  
United States of America

Attention: Robert B. Pincus

## INVOICE

Evercore Fee(s) pursuant to the Engagement Letter dated March 15, 2023:

Fees Due:

Monthly Fee payable August 15, 2023 200,000.00

Total Fees Due: 200,000.00

Total Out-of-Pocket Expenses: 6,000.06

**Total Amount Due and Payable Upon Receipt \$206,000.06**

Please wire **\$206,000.06** to the following account:

*or make check payable to:*

**EVERCORE GROUP LLC**

[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]

/da



1313 North Market Street  
 P.O. Box 951  
 Wilmington, DE 19899-0951  
 302 984 6000

Federal ID # 51-0080985

www.potteranderson.com

September 12, 2023

Bill Number 297074

File Number (PINCRO-51819) / 21202.00001

Pincus, Robert B.  
 rbpincus@gmail.com

RE: Legal Advice to Special Master in U.S. District Court for District of Delaware

Through August 31, 2023

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/01/23	ACS	Other Case Assessment, Development and Administration Review draft notice of ex parte meeting with Judge Stark and attend to finalization and filing of same	0.40 Hrs	\$192.00
08/01/23	MTS	Fact Investigation/Development Review of draft and emails re Crystallex filing	0.30 Hrs	\$457.50
08/01/23	ACS	Other Case Assessment, Development and Administration Emails with M. Burrus and S. Foster re petition for reissuance of share certificate in Court of Chancery; review complaint for same and coordinate distribution for case filings	0.30 Hrs	\$144.00
08/01/23	ACS	Other Case Assessment, Development and Administration Review letter to court from Crystallex stockholder (DI 647)	0.10 Hrs	\$48.00
08/01/23	MTS	Pleadings Emails re letter to Judge Stark and action in Chancery by Chrstallex stockholders	0.10 Hrs	\$152.50
08/02/23	ACS	Other Case Assessment, Development and Administration Emails with C. Bentley and M. Steele re conference with Judge Stark	0.10 Hrs	\$48.00
08/02/23	MTS	Pleadings Review of filings and emails	0.50 Hrs	\$762.50

Pincus, Robert B.  
 Re Legal Advice to Special Master in U.S. D

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/03/23	MTS	Pleadings	0.50 Hrs	\$762.50
08/04/23	ACS	Email correspondence with counsel re transaction Other Case Assessment, Development and Administration Review communications from Red Tree re commitment to payment for expenses	0.10 Hrs	\$48.00
08/04/23	ACS	Other Case Assessment, Development and Administration Emails with M. Burrus and N. Tarantino re letter filing re information from creditors	0.10 Hrs	\$48.00
08/07/23	ACS	Other Case Assessment, Development and Administration Review updates on bondholder litigation and potential attachment	0.10 Hrs	\$48.00
08/07/23	ACS	Other Case Assessment, Development and Administration Emails with N. Tarantino, C. Bentley, and M. Burrus re letter to creditors on notice requirements; review and coordinate filing of same	0.60 Hrs	\$288.00
08/07/23	MTS	Pleadings Review of filings and emails	0.50 Hrs	\$762.50
08/08/23	ACS	Other Case Assessment, Development and Administration Review oral order from court (DI 653) setting status conference on sale procedures order	0.10 Hrs	\$48.00
08/08/23	ACS	Other Case Assessment, Development and Administration Review oral order from Court (DI 654) re submission of creditor statements	0.10 Hrs	\$48.00
08/10/23	ACS	Other Case Assessment, Development and Administration Phone calls with N. Lech re submission requirements from judgment creditors	0.10 Hrs	\$48.00
08/10/23	ACS	Other Case Assessment, Development and Administration Review July invoice for privileged and confidential material	0.10 Hrs	\$48.00
08/10/23	LADA	Document/File Management Update docket	0.20 Hrs	\$27.00
08/14/23	ACS	Other Case Assessment, Development and Administration Review numerous judgment creditor submissions and emails with Weil team re same	0.30 Hrs	\$144.00
08/14/23	MTS	Pleadings Review of emails and numerous filings	0.50 Hrs	\$762.50
08/14/23	TEE	Document/File Management Update docket	0.70 Hrs	\$87.50
08/14/23	BAPA	Analysis/Strategy Correspondence re attached judgment statements	0.20 Hrs	\$156.00

Pincus, Robert B.  
 Re Legal Advice to Special Master in U.S. D

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/15/23	MTS	Pleadings	0.50 Hrs	\$762.50
08/15/23	ACS	Review of emails and filings Other Case Assessment, Development and Administration	0.10 Hrs	\$48.00
08/15/23	ACS	Review emails from A. Connolly and M. Steele re debtor representation Other Case Assessment, Development and Administration	0.10 Hrs	\$48.00
08/16/23	ACS	Review filings in Court of Chancery action re case assignment, summons, and representation Other Case Assessment, Development and Administration	0.10 Hrs	\$48.00
08/22/23	MTS	Review and provide judgment creditor filings (DI0676) to E. Hong Pleadings	0.10 Hrs	\$152.50
08/23/23	MTS	Review of emails and filings Pleadings	0.30 Hrs	\$457.50
08/23/23	MTS	Review of various filings in Crystallex matter Analysis/Strategy	0.10 Hrs	\$152.50
08/24/23	ACS	Review emails re Crystallex Other Case Assessment, Development and Administration	0.60 Hrs	\$288.00
08/24/23	MTS	Review, finalize, and coordinate filing of August 24 joint status report and numerous related communications Pleadings	0.30 Hrs	\$457.50
08/24/23	MFD	Review of emails and court filings Analysis/Strategy	0.10 Hrs	\$87.00
08/24/23	BAPA	Call with C. Winter regarding submission to special master Other Written Motions and Submissions	0.30 Hrs	\$234.00
08/25/23	MTS	Review status report, related correspondence Pleadings	0.30 Hrs	\$457.50
08/28/23	MTS	Review of emails and court filings Pleadings	0.20 Hrs	\$305.00
08/28/23	ACS	Review court filings and emails Other Case Assessment, Development and Administration	0.10 Hrs	\$48.00
08/28/23	BAPA	Emails with B. Palapura and C. Bentley re September 8 status hearing Analysis/Strategy	0.10 Hrs	\$78.00
08/29/23	ACS	Correspondence re cell phone exemption motion Other Case Assessment, Development and Administration	0.20 Hrs	\$96.00
08/29/23	MTS	Attend to preparations for September 8 status hearing and related communications Fact Investigation/Development	0.10 Hrs	\$152.50
08/29/23	LFM	Filing and emails regarding scheduling Other Written Motions and Submissions	0.20 Hrs	\$65.00
		Communications with attorneys re upcoming hearing,		

Pincus, Robert B.  
Re Legal Advice to Special Master in U.S. D

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/30/23	ACS	individuals to include in cell phone exemption motion Other Case Assessment, Development and Administration	0.30 Hrs	\$144.00
08/31/23	ACS	Attend to preparations for September 8 status hearing Other Case Assessment, Development and Administration	0.10 Hrs	\$48.00
08/31/23	ACS	Attend to preparations for September 8 status hearing Other Case Assessment, Development and Administration	0.40 Hrs	\$192.00
08/31/23	ACS	Review emails from C. Bently, Special Master Pincus and Potter team re Court of Chancery action and related communications Other Case Assessment, Development and Administration	0.80 Hrs	\$384.00
08/31/23	BAPA	Coordinate filing of May - July fee report and emails with C. Bentley, E. Hong, N. Tarantino and B. Palapura re same Other Written Motions and Submissions Review Fee Report, related correspondence	0.30 Hrs	\$234.00
Total				\$10,070.00

#### LEGAL SERVICES SUMMARY

Matthew F. Davis	0.10 Hrs	\$87.00
Bindu A. Palapura	0.90 Hrs	\$702.00
Myron T. Steele	4.30 Hrs	\$6,557.50
Abraham C. Schneider	5.30 Hrs	\$2,544.00
Leaida A. Dever	0.20 Hrs	\$27.00
Laura M. Fernandes	0.20 Hrs	\$65.00
Taylor E. Ehret	0.70 Hrs	\$87.50
	<u>11.70 Hrs</u>	<u>\$10,070.00</u>

#### DISBURSEMENTS

Through September 3, 2023

1416	Overtime	17.84
Total Disbursements		\$17.84

LAW OFFICES

**JENNER & BLOCK LLP**353 N. Clark Street  
CHICAGO, ILLINOIS 60654-3456  
(312) 222-9350ROBERT B. PINCUS (IN HIS CAPACITY AS  
SPECIAL MASTER)  
ATTN: ROBERT B. PINCUS  
108 ROCKFORD GROVE LANE  
WILMINGTON, DE 19806

INVOICE # 9683962

CLIENT NUMBER: 71148

SEPTEMBER 8, 2023

FOR PROFESSIONAL SERVICES RENDERED  
THROUGH AUGUST 31, 2023:

CRYSTALLEX SPECIAL MASTER

MATTER NUMBER - 10007

8/10/23	RKA	.10	Reviewed filing related to request for disclosure of Venezuela's OFAC correspondence re share certifications.	146.00
8/24/23	RKA	.20	Reviewed FOIA request from OFAC and corresponded with Special Master re same.	292.00
		.30	PROFESSIONAL SERVICES	\$ 438.00

**DISBURSEMENTS**

7/05/23	PACER; 2567225-Q22023; 07/05/2023	281.00
	TOTAL DISBURSEMENTS	\$ 281.00

INVOICE TOTAL	\$ 719.00
---------------	-----------

**SUMMARY OF PROFESSIONAL SERVICES**

NAME	HOURS	RATE	TOTAL
RACHEL K. ALPERT	.30	1,460.00	438.00
TOTAL	.30		\$ 438.00